

We pride ourselves on delivering agile and innovative legal solutions tailored to our clients' unique needs. Our approach combines deep technical knowledge with a commitment to excellence, ensuring that we remain competitive in an ever-evolving market. We understand the complexities of modern business and provide strategic legal support that empowers our clients to thrive.

DETAILED BREAKDOWN OF ALL PRACTICE AREAS

1. Corporate and Commercial Services

- **Corporate Commercial**
- **Mergers and Acquisitions**
- **Compliance and regulatory Advisory Services**
- **Conveyancing & Securitization**
- **Insolvency & Business Restructure**

Corporate Commercial

Our corporate commercial practice is built on a foundation of expertise and experience, providing comprehensive legal advice on all aspects of business operations. From company formation to ongoing compliance, we ensure that our clients are well-positioned to capitalize on opportunities and mitigate risks. Our team is adept at drafting and negotiating contracts, advising on corporate governance, and guiding clients through regulatory complexities.

Mergers and Acquisitions

In the high-stakes world of mergers and acquisitions, precision and speed are crucial. Our M&A team excels at structuring deals that maximize value for our clients, whether they are acquiring, selling, or merging businesses. We navigate complex due diligence processes,

negotiate terms, and ensure seamless integration, all while maintaining a keen focus on our clients' strategic objectives and confidentiality.

Conveyancing & Securitization

Our conveyancing and securitization services are designed to facilitate smooth transactions, ensuring that property and asset deals are completed efficiently and securely. We handle all aspects of conveyancing, from initial negotiations to transfers, advising on property developments, subdivisions, sectional titles developments and green financing, and provide expert advice on securitization, helping clients to unlock the full potential of their assets.

Insolvency & Business Restructure

In times of financial challenge, our insolvency and business restructuring team offer expert guidance to help businesses navigate complex legal landscapes. We advise on restructuring options, negotiate with creditors, and manage insolvency proceedings with sensitivity and professionalism. Our goal is always to preserve value and ensure the best possible outcomes for our clients.

Drafting various commercial agreements

Our well experienced and resourced commercial team render professional assistance by drafting and reviewing various contracts which includes Financial Technology Agreements (Fintech), Joint Venture Agreements, Sale of Shares Agreements; Facility Agreements for home loans, unsecured loans and other facilities offered in the banking sector; offtake agreements; Private Public Partnership (PPP) agreements; e.t.c

- 2. FINANCIAL AND BANKING LAW :**The Firm offers the following services under Finance and Banking law: [Litigation, Foreclosures, Reviewing and drafting relevant contracts; Leveraged finance; Facility and Loan Agreements;, Security documentation; Tripartite agreements; Factoring agreements; and, Common terms agreements. Preparation of security documentation and registration (Mortgage Bonds, Deeds of Hypothecation, Registration of transfers and advising on cessions, liens and pledges as a means of security); Preparation of Commodity Investment Agreements, Commodity supply agreements and secured financing documentation for the supply of commodities from a registered entity in South Africa to a

local manufacturer in Botswana, Assisting with Debt Capital Market Transactions by preparation of Consent letters, Issuers board resolutions required to establish a Programme Memorandum and those required in terms of the Botswana stock Exchange Listings Requirements, consent letters, Issuers board resolutions, Directors Acknowledgement, Master Trust Deeds, Supplementary Trust Deeds and Applicable Pricing Supplements, Programme Memorandum. Etc

3. CONVEYANCING: Our areas of practice and speciality in **Conveyancing** includes but not limited to:

- **Residential Conveyancing:** This involves the transfer of ownership for residential properties, such as houses, apartments, or condominiums. Residential conveyancing typically includes tasks like property searches, drafting contracts, handling mortgage arrangements, and ensuring compliance with relevant regulations.
- **Commercial Conveyancing:** Commercial conveyancing pertains to the transfer of ownership for commercial properties, such as office buildings, retail spaces, or industrial units. It often involves additional considerations, such as lease agreements, zoning regulations, environmental assessments, and potential business-related liabilities
- **New Build Conveyancing:** New build conveyancing refers to the legal process of purchasing a newly constructed property from a developer. It involves reviewing contracts, ensuring compliance with building regulations, examining warranties, and addressing any specific issues related to new builds. Leasehold Conveyancing: Leasehold conveyancing is applicable when purchasing a leasehold property, where the buyer acquires the rights to occupy the property for a specified period rather than

owning the land outright. It involves reviewing lease terms, assessing ground rent and service charges, and considering lease extensions or variations.

- **Freehold Conveyancing:** Freehold conveyancing applies to properties where the buyer will own both the property and the land it is situated on outright to the exclusion of the State or any Land Board. It typically involves fewer complexities compared to leasehold conveyancing and focuses on transferring full ownership rights.
- **Remortgage Conveyancing:** Remortgage conveyancing involves changing mortgage lenders or renegotiating the terms of an existing mortgage. It includes legal procedures such as title searches, mortgage redemption, and preparing new mortgage documentation.
- **Transfer of Equity:** Transfer of equity refers to the process of changing the legal ownership of a property. This can occur due to various circumstances, such as adding or removing a co-owner, transferring ownership between family members, or changing the ownership share in a property. It's important to note that the complexity and specific requirements of each type of conveyance can vary depending on the nature of the property involved and individual circumstances. As professionals in this area and/or conveyancers our role is to ensure a smooth and legally compliant property transfers in situation like this one.

4. DEBT COLLECTION

The Firm handles soft collection and collection by litigation, various matters relating to general and civil litigation, including but not limited to: Soft collections (non-litigation); and Hard collections (through litigation)

Our Technical Staff members have the requisite skill and experience on debt collection matters, having earned same from their previous employment, in one or more of the following areas:

- Bank related debt collections;
- Purchaser Order financiers debt collections;
- Micro lenders debt collections
- Service providers debt collection and,
- General debt collections [unpaid invoices for other services rendered, breach of loan agreements between entities and individuals

NB: Our detailed profile for Debt Collection is enclosed

5. ANTI- MONEY LAUNDERING, COUNTER FINANCING OF TERRORISM & PROLIFERATION COMPLIANCE

The Firm has training on AML & CFT matters, drafting and implementing AML and CFT policies and measures. **The Firm** reports to the agency any suspicious transactions or transactions that are above the threshold.

The Firm's Partner, Mr. Thembani Jeremiah acted as the Compliance Officer and FIA Trainer at his previous place of employment. He has also received training on FIA Compliance matters,

thus capacitating him to be able to render services on AML and CFT to our Clientele. Our services include, but are not limited to:

- Ensuring that Client complies with outside regulators in this case being the Financial Intelligence Agency (F.I.A) and internal policies;
- Perform risk assessment to understand risk level, its significance, and its scope;
- Keep up to date with the relevant laws, regulations and internal policies e.g., keeping up with the UN Sanctions list to identify individuals or companies that are sanctioned as a measure to safeguard the Client from any risk of dealing with a client unlawfully;
- Ensure that all findings are recorded and followed up with senior management so that issues are rectified;
- Educate employees on AML and CFT policies and procedures of the firm not only on regulations but also the impacts on the organization if these are not complied with;
- Investigate irregularities and non-compliance issues;
- Monitor and ensure accuracy of records and proper records keeping of reports;
- Support the implementation of AML & CFT policy to staff and monitor the adoption of the policy by staff;
- Lead the design and development of the AML & CFT policy and its annual audit reports;
- Develop and deliver staff trainings on AML & CFT and reporting tools and processes and their use;
- Develop appropriate reporting formats to meet all reporting requirements and all

requirements by the regulatory bodies both the specified party's regulator and the Financial Intelligence Agency;

- Establish and communicate a reporting schedule and ensure the submission of reports in a timely manner within the stipulated timeframe stated by the Financial Intelligence Act; and to;
- Provide quality assurance, such as data verification, on audit reports, cash reports and suspicious transaction reports.

6. LABOUR & EMPLOYMENT LAW

Our labour and industrial relations experience and technical competence includes, inter alia the following:

- Conducting disciplinary hearings on behalf of the employer;
- Providing training and guidance on the operation of the disciplinary hearing and procedures to be followed;
- Drafting and reviewing Collective Labour Agreements;
- Advise and support in re-structuring and/or retrenchment exercises;
- Drafting and reviewing General Terms and Conditions of Service;
- Rendering opinions, advise and general support to employers on implementation of the General terms and conditions of employment, compliance with existing and new labour laws in order to enable both parties to have a mutually beneficial partnership in the workplace;
- Drafting and reviewing disciplinary and grievance policy and procedures; and,

- Representing employees and employers at different forums on labour matters i.e. Public Service Commission, disciplinary hearings, Industrial Court, labour office, High Court and Court of Appeal, Court Marshal, Police Boards and so forth.

The Partners have acted, and continue to act for, individuals and companies on labour matters both at the Industrial Court and the High Court of the Republic of Botswana. This includes parastatals, corporations, and private companies.

With the above-mentioned experience, exposure, and qualifications we confirm that The Partners and **the Firm** has the capability to render the following services to **the Client**:

- Provide direction and advise in the implementation of Labour and Employment law;
- Develop an effective performance management framework for the client using job descriptions as the foundation to measure employee performance;
- Developing of standardized performance management matrix/ system to be used in the client organization;
- Revision to the Heads of Department Performance Agreements accommodating the performance management framework;
- Training Human Resources Taskforces and key human resource staff within the client organization on performance management;
- Providing training for Heads of Department and managers on performance management;
- Undertaking of a baseline Performance Review for the client organization;
- Any other related labour and employment law engagements; and,

- Representing **the Client** at the Industrial Court, High Court and Court of Appeal on Labour and Employment Law court cases.

7. SPECIAL ECONOMIC ZONE LAW AND POLICY

The Firm also has capacity to render the following services: Policy formulation and review; Legislative Drafting and Review; Drafting Commercial Agreements; International Trade Advisory services, Special Economic Zone Policy and Regulation Review; Incentive Policy Formulation and Review; Compliance and Risk Assessment; and Investment Attraction Advisory services.

8. TENDER & PROCUREMENT POLICY

The Firm offers the following services in respect of tenders and procurement;

- Assisting with tender compliance (legal requirements);
- Reviewing of tender documents, including the Invitation to Tender to ensure that there is legal compliance;
- Lodging Complaints letters and appeals in respect of procurement matters;
- Defending complaints or appeals in respect of procurement matters; and
- Court representation on procurement matters.

9. LEGISLATIVE & POLICY DRAFTING

The Firm advises on drafting of legislation on different pieces of legislation.

Our subscription to Botswana Government Gazette enables us to receive firsthand and up to date information on proposed (draft) legislations, new legislation, and amendments to existing legislation.

The Firm can render the following services under Legislative & Policy Drafting:

- Drafting and reviewing policies on all areas of law;
- Reviewing and rendering legal opinion of new and existing Legislature;
- Rendering regulatory advice and assisting with Compliance issues;
- Develop and reviewing Risk Management Policies; and,
- We also advise various stakeholders and provide legal assistance and training to those in need on issues of policy change and legislative compliance.

10. PLANNING & ENVIRONMENT/LAND LAW

Our Planning and Environment/Land Law is housed under the litigation and general legal advisory services, and we offer the following services:

- General advice on planning and land law;
- Litigation on disputes involving land (encroachment, double sales, illegal occupation, self-allocations, failure to abide by planning and zoning laws etc;
- Advice and compliance with laws on change of land use;
- General dispute resolutions involving land (mediation, arbitration, hearings before the Land board, hearings before the Land Tribunal and all other fora); and,
- Advice and litigation on implementation and compliance with the Tribal Land Act, State Land Act, Deeds Registry Act etc.

- Representing Clients on land dispute matters and the Sub-Land boards, Main Land boards, Land Tribunal, High Court, and Court of Appeal;
- Legal advisory and interpretation of the Tribal Land Act, Planning and/or Development Codes and related documentation or legislation.

11. TAX LAW

The Firm renders advice on Tax law compliance matters, tax law advisory to various Clients.

12. COMPANY LAW

As alluded to above, the Firm is an emerging firm in the field of Corporate Commercial Law in Botswana. Company law is one of the areas that our Commercial Department deals with.

The Firm provides the following services in respect of company law matters:

- Company secretaries;
- Shareholder agreements and general legal advice on shareholding;
- Drafting and reviewing company constitutions;
- Assistances with other regulatory or compliance matters e.g., FIA compliance;
- Legal advice on corporate governance;
- Corporate legal due diligence;
- Liquidations and judicial management;
- Corporate Governance in terms of SAM Pillar II and the Companies Act and King III;
- Corporate Commercial Litigation Services; and
- Drafting and reviewing different commercial agreements according to Client's needs.

13. INSURANCE LAW

The Firm deals with litigation, legal opinions, general advice, opposing and instituting cases in court on insurance matters:

At the moment the firm is currently acting on several matters involving insurance matters or companies as follows:

- Defending insurance broker against a claim for damages where Client is jointly sued with the Insurer for covid 19 related business loss;
- Defending insurance broker against a claim for damages where Client is jointly sued with the Insurer for a claim for damages to a motor vehicle;
- Advising insurance broker on the validity or otherwise for a claim against them in respect of a public liability cover by a manufacturer.
- Advising Client on the law applicable to insurance contracts in Botswana;
- Advising Client on the applicability of the Insurance Industry Act in respects of agreements concluded before the enactment of the Act;
- Reviewing and advising Client in respect of their contract with third parties or their clientele; and,
- Advising the Insurer on their labour issue involving one of their insurance agents.

14. PENSION FUNDS, PENSION AND EMPLOYEE BENEFITS

The Firm has the capability to render the above-mentioned services to our clients. The Firm's Partners have rendered advise on pension Fund matters including to Companies and Intellectual Property Authority (CIPA) and other private entities.

The has the capability to offer the following services:

- Drafting and reviewing Fund constitutions, rules, and agreements to align them with current legislation;
- Furnishing legal opinions on various pension fund related matters;
- Dispute resolutions and adjudicator complaints;
- Legal advice on policy and technical issues;
- Governance structures.
- Review of Fund Administration Agreements;
- Review of Investment Agreements;
- Review of Insurance Policies / Contract issued to Funds;
- Drafting and review of Umbrella Trust Deeds;
- Annual review of the Rules of the Fund;
- Developing and implementing Risk Management Framework;
- Develop and reviewing Risk Management Policies;
- Developing and reviewing Key Risk Indicators;
- Developing and reviewing Key Control Assessments;
- Disposition of benefits advisory services
- Legal opinions on Trustees decisions;
- Assist trustees in all matters related to Trustees;
- Magistrate and High Court litigation in respect of Trustee's decisions;
- Pension Funds Adjudication Complaints;
- Ombudsman Complaints; and,
- Pension Fund's Conciliation, Mediation and Arbitration Services

15. TRUST PROPERTY CONTROL

The Firm We have vast experience in drafting of Deeds of Trust in terms of the Trust Property Control Act, 2018.

We provide workshops for Boards of Trustees for commercial trusts, charitable trusts, family wealth planning trusts and general corporate governance advisory for trusts generally.

We also provide review of existing trusts for amendments to bring them into compliance with the Trust Property Control Act, 2018.

16. ARBITRATION AND ALTERNATIVE DISPUTE RESOLUTION (ADR)

The Firm has vast knowledge in arbitration and alternative dispute resolution. To this end, **the Firm's Partners** have the following qualifications:

- Our Mr. Tebogo Edison Tladi and Mr. Thembani Jeremiah are members of the Botswana Institute of Arbitrators;
- Our Mr. Jeremiah also holds a qualification in Arbitration in the Construction Industry which was obtained from University of Pretoria in 2018; and,
- Both Mr. Jeremiah and Mr. Tladi have handled and continue to handle various arbitration matters both on the construction and commercial industry.

17. ENERGY AND MINING LAW

Mr. Tladi, who leads our Corporate Commercial Division, has an extensive experience in the drafting and structuring of complex agreements and policies in the mining and mineral sector both in Botswana and with transnational entities

3. Specialized Regulatory and Compliance

Our team understands the importance of navigating complex regulatory landscapes with precision and expertise. Our team is dedicated to providing top-tier legal services in **Data Protection** and **Procurement Law**, ensuring that our clients remain compliant and competitive in modern business environment.

Data Protection

In an era where data is the lifeblood of any organization, protecting it is paramount. Our data protection services are designed to help businesses safeguard sensitive information, comply with evolving data privacy regulations, and mitigate risks associated with data breaches. Our team of experts will guide you through:

- **Compliance Audits:** Ensure your organization meets the latest data protection standards and regulations.
- **Policy Development:** Craft robust data protection policies that align with your business goals and regulatory requirements.
- **Incident Response Planning:** Develop strategies to respond effectively in the event of a data breach, minimizing legal and reputational risks.
- **Training and Awareness:** Educate your team on best practices for handling personal data and sensitive personal data, fostering a culture of privacy.

Procurement Law

Procurement processes can be complex and fraught with legal pitfalls. Our procurement law specialists are here to ensure that your organization navigates these challenges with confidence.

We offer:

- **Contract Review and Negotiation:** Expert analysis and negotiation of procurement contracts to protect your interests and ensure compliance with relevant laws.

- **Bid Protest and Dispute Resolution:** Strategic guidance on handling bid protests and disputes, minimizing delays and potential losses.
- **Regulatory Compliance:** Ensure your procurement processes align with national and international regulations, reducing the risk of legal challenges.
- **Procurement Strategy Development:** Collaborate with our team to develop procurement strategies that are both compliant and cost-effective.

4. Personal and Family Law Services

We understand that family law matters are deeply personal and emotionally challenging. Our team of experienced family law attorneys is dedicated to providing compassionate, expert guidance through life's most difficult transitions. Whether you are navigating divorce, child custody disputes, or other family-related legal issues, we are here to support you every step of the way.

Our Family Law Services Include:

- **Divorce and Separation:** We guide you through the legal process, ensuring that your rights are protected and your interests are represented.
- **Child Custody and Visitation:** Our team works tirelessly to ensure that the best interests of your children are always prioritized.
- **Asset Division:** We help you navigate the complex process of dividing assets, ensuring a fair and equitable outcome.
- **Spousal Support:** Our attorneys will advise you on spousal support options, ensuring that you receive the support you need.

Estate Administration Services

We also specialize in estate administration, providing comprehensive legal services to help you manage and distribute your assets according to your wishes. Our team is dedicated to ensuring that your estate is handled with care and precision, minimizing stress for your loved ones.

Our Estate Administration Services Include:

- **Will Preparation:** We assist in drafting wills that are compliant with applicable laws and accurately reflect your intentions and ensure that your assets are distributed as desired.
- **Probate Services:** Our attorneys guide you through the probate process, ensuring that it is completed efficiently and with minimal delay.
- **Trust Administration:** We help establish and manage trusts to protect your assets and provide for your loved ones.
- **Estate Litigation:** If disputes arise, our team is prepared to represent your interests in court, ensuring that your wishes are respected.

5. Intellectual Property and Employment Law

Intellectual Property

Our dedicated Intellectual Property team is committed to safeguarding your most valuable assets your ideas, inventions, and trademarks. We understand that intellectual property is not just a legal right, but a strategic business tool that can drive growth, enhance competitiveness, and secure your market position. Our comprehensive IP services include:

- **Patent Protection:** From claim drafting to global patent prosecution, we ensure that your inventions are protected, and your innovations are secure.
- **Trademark Registration:** We help you establish and maintain strong brand identities through strategic trademark registration and management.
- **Copyright and Design Protection:** Our team advises on all aspects of copyright and design law, ensuring that your creative works are protected and valued.
- **IP Litigation and Enforcement:** We aggressively defend your IP rights against infringers and work to resolve disputes efficiently, protecting your business interests at every turn.
- **IP Audits and Due Diligence:** Our experts conduct thorough audits to identify potential risks and opportunities, providing you with a clear roadmap for IP strategy and optimization.

Employment and Labour Relations

Effective management of employment and labour relations is critical to maintaining a productive and compliant workforce. Our Employment and Labour Relations team provides expert guidance and support to help you navigate the complexities of employment law, ensuring that your business remains competitive and compliant. Our comprehensive services include:

- **Employment Contract Drafting:** We craft employment contracts that protect your business interests while ensuring compliance with all relevant laws and regulations.
- **Labour Dispute Resolution:** Our experienced lawyers provide strategic advice and representation in labour disputes, helping you resolve conflicts efficiently and minimize business disruption.
- **Workplace Compliance:** We assist in ensuring that your workplace policies, procedures, manuals and practices align with current legislation, reducing the risk of costly penalties and reputational damage.
- **Training and Advisory Services:** Our team offers training and advisory services to help your HR teams stay up-to-date with the latest developments in employment law, ensuring that your business remains ahead of the curve.
- **Employment Litigation:** We provide robust legal representation in employment-related litigation, protecting your business interests and reputation.

6. Construction and Real Estate Law

In the dynamic and competitive world of construction and real estate, navigating legal complexities can be daunting. We understand the intricacies of these industries and offer expert legal guidance to ensure your projects are executed smoothly and efficiently.

Construction Law

Construction law is a highly competitive field due to the complexity of construction projects and the need for specialized legal expertise. Disputes over contracts, compliance issues, and regulatory challenges are common hurdles that can stall or even derail projects. Our team of experienced construction lawyers is well-equipped to handle these challenges, providing comprehensive advice



on contract formation, dispute resolution, and compliance with safety and environmental standards.

Key Services in Construction Law:

- **Contract Formation and Negotiation:** We draft and negotiate complex contracts that clearly delineate responsibilities, terms, and procedures, ensuring legally binding agreements that facilitate successful project completion.
- **Dispute Resolution:** Our lawyers are skilled in resolving construction disputes through mediation, arbitration, or litigation, ensuring that issues are addressed promptly and effectively.
- **Compliance and Risk Management:** We advise on compliance with national regulations related to workplace safety, employment laws, and environmental standards, helping you mitigate risks and avoid costly legal entanglements.